

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re)	Chapter 11
)	
WORLDWIDE DIRECT, INC., <u>et al.</u> ,)	Case Nos. 99-108 to -127 (MFW)
)	
Debtors.)	
)	Jointly Administered
)	

EXHIBITS FOR DECEMBER 5, 2002 HEARING ON
HBD'S FEE APPLICATION

HBD EXH.	DESCRIPTION	NOTES
1	2/7/00 Wielebinski (Munsch Hardt - Committee Counsel) letter to Bennett (HBD).	Stipulated
2	5/14/99 Johnston (HMB) letter to Gordon (Wachtell - AT &T Counsel).	Stipulated
3	5/27/99 Johnston (HMB) letter to Ferguson (Munsch Hardt - Committee Counsel).	Stipulated / Dup. Of Exh. 30
4	7/30/99 Ballard (HMB) letter to Marshall (Munsch Hardt - Committee Counsel).	Stipulated // Dup. Of Exh. 50
5	3/5/01 Kontos (HMB) letter to Appenzeller (Munsch Hardt - Committee Counsel) countersigned.	Stipulated
6	Legal Cost Control Brochure	Marked at 5/16/02 hearing as LT-6
7	10/27/01 Gibbons Del Deo retainer agreement.	Removed from Stip.
8	Chart regarding Legal Cost Control data entry errors.	Objection by LT/Removed from Stip.
9	3/17/2000 Johnston (HB) memorandum to Debtors, Committee and U.S. Trustee.	Removed from Stip.
10	3/5/2001 Johnston (HBD) memorandum to Debtors, Committee and U.S. Trustee.	Removed from Stip.
11	Excerpt from 4th Interim Fee Application.	4th Fee App. Ex. 65
12	Excerpt from 6th Interim Fee Application.	6th Fee App. Ex. 67

HBD EXH.	DESCRIPTION	NOTES
13	7/21/99 Ferguson (Munsch Hardt - Committee Counsel) to Johnston (HMB).	Stipulated
14	July 26, 1999 Transcript of Proceedings.	Stipulated
15	Second and third interim fee application excerpts.	2nd Fee App. Ex. 63; 3rd Fee App. Ex. 64
16	Final fee application of Munsch Hardt - Committee Counsel	Objection by LT/No Stip.
17	Final fee application of Howrey & Simon.	Objection by LT/No Stip.
18	10/1/01 Goldin Associates, Liquidating Trustee memorandum to Professionals Retained in the Worldwide Direct/SmarTalk Bankruptcy Cases.	Objection by LT/No Stip.
19	10/2/01 Johnston letter to Pauker (Goldin & Associates).	Objection by LT/No Stip.
20	12/4/2001 Notice of Deposition.	Stipulated
21	1/30/2002 Amended Notice of Deposition of James Johnston.	Stipulated
22	1/28/02 Interrogatory responses and 2/15/02 DeFilippo supplemental letter.	Marked at 5/16/02 hearing
23	1/28/02 Notice and Motion and Motion for Order Quashing Subpoenas Served on Aerotel, Ltd. And Resurgence Asset Management, LLC by Hennigan, Bennett & Dorman .	Stipulated
24	1/21/02 objections to the first request for production of documents and other tangible things by Hennigan, Bennett & Dorman.	Marked at 5/16/02 hearing
25	2/22/02 Langendorfer (Gibbons, Del Deo) letter to Kontos (HBD) attaching privilege log.	Stipulated
26	3/14/02 Kardos (Gibbons, Del Deo) letter to Kontos (HBD).	Stipulated
27	4/19/99 Thad Bereday memorandum to Wielebinski.	Stipulated
28	5/14/99 Johnston (HMB) letter to Ferguson (Munsch Hardt - Committee Counsel).	Stipulated
29	5/18/99 Ferguson (Munsch Hardt - Committee Counsel) letter to Thad Bereday.	Stipulated

HBD EXH.	DESCRIPTION	NOTES
30	5/27/99 Johnston (HMB) letter to Ferguson.	Dup. Of Ex. 4
31	10/20/99 internal HBD memorandum regarding document reviews.	Stipulated
32	11/1/99 internal HBD memorandum regarding document reviews.	Stipulated
33	3/31/2000 internal HBD memorandum regarding document review and production.	Stipulated
34	8/3/99 Kontos (HMB) letter to Ferguson.	Stipulated
35	10/27/99 Kontos (HMB) letter to Bush, Phillips, Herkenhoff and Olsen.	Stipulated
36	11/2/99 Kontos letter to Bush (Munsch Hardt - Committee Counsel).	Stipulated
37	10/6/99 Motion to Limit Notice and Motion for Order Authorizing Use of Funds for the Electronic Imaging of Certain Documents.	Stipulated
38	11/18/99 Kontos letter to Phillips (Heller), Buckser (Bernstein) and Bush (Munsch Hardt - Committee Counsel).	Stipulated
39	3/30/00 Kontos letter to Lyon (Munsch Hardt - Committee Counsel).	Stipulated
40	12/9/99 internal HBD memorandum regarding document review and production.	Stipulated
41	12/14/99 Kontos letter to Durrer (Skadden).	Stipulated
42	6/2/2000 Kontos letter to Appenzeller and Lyon (Munsch Hardt - Committee Counsel).	Stipulated
43	10/8/99 internal HBD memorandum regarding document review and production.	Stipulated
44	11/3/99 internal HBD memorandum regarding document review and production.	Stipulated
45	2/4/00 internal HBD memorandum regarding document review and production.	Stipulated
46	Fletcher's document request to Debtors.	Stipulated
47	Plaintiffs' Rule 26 initial disclosure.	Stipulated

HBD EXH.	DESCRIPTION	NOTES
48	7/22/99 Johnston (HMB) to Ferguson (Munsch Hardt - Committee Counsel).	Stipulated
49	7/29/99 internal HBD e-mail from Ballard to Johnston.	Stipulated
50	7/30/99 Ballard letter to Marshall.	Duplicative of Exhibit 4/Withdrawn
51	8/13/99 Kontos and Ballard memorandum to Ferguson.	Stipulated
52	3/28/01 Appenzeller (Munsch Hardt - Committee Counsel) letter to Kontos (HBD).	Stipulated
53	<u>In re Keravision, Inc.</u> , 2000 U.S. Dist. LEXIS 1586 (2000).	No Stip.
54	PWC Memo	Objection by LT / No Stip.
55	HMB's Draft Complaint against Donaldson, Lufkin and Jenrette et al. dated October 1999.	Stipulated
56	Creditor's Committee Presentation	Objection by LT / No Stip.; attached to BB Decl. As Exh. 56
57	Privilege log regarding the SMTK documents prepared by HBD in connection with the matter of <i>SmarTalk TeleServices, et al. v. Fletcher International Limited</i> .	Stipulated
58	Index of the SMTK document depository prepared by HBD (HBD0009300-10106).	Stipulated
59	Box tracker report prepared by HBD, including information regarding the location and description of SMTK documents.	Stipulated
60	HBD Write-Offs Reports (HBD 0017546-18067).	Stipulated
61	Backup for expenses claimed by HBD (HBD 0018068-20073).	Stipulated; (separate Ex. 61___ includes backup for payments to experts and JAMS
62	First Interim Verified Application of Hennigan, Bennett & Dorman for Allowance of Compensation and for Reimbursement of Expenses, dated June 14, 1999.	Stipulated

HBD EXH.	DESCRIPTION	NOTES
63	Second Interim Verified Application of Hennigan, Bennett & Dorman for Allowance of Compensation and for Reimbursement of Expenses, dated October 14, 1999.	Stipulated
64	Third Interim Verified Application of Hennigan, Bennett & Dorman for Allowance of Compensation and for Reimbursement of Expenses, dated February 14, 2000.	Stipulated
65	Fourth Interim Verified Application of Hennigan, Bennett & Dorman for Allowance of Compensation and for Reimbursement of Expenses, dated June 12, 2000.	Stipulated
66	Fifth Interim Verified Application of Hennigan, Bennett & Dorman for Allowance of Compensation and for Reimbursement of Expenses, dated January 11, 2001.	Stipulated
67	Sixth and Final Verified Application of Hennigan, Bennett & Dorman for Allowance of Compensation and for Reimbursement of Expenses, dated August 13, 2001.	Stipulated
68	Various invoices and timesheets relating to temporary personnel (HBD 0015034-0015411)	Stipulated
69	Gibson Arnold & Associates, Inc. invoices and timesheets relating to temporary personnel (HBD 0015412-0015849)	Stipulated
70	Revised Declaration of Eugene I. Davis in Support of Hennigan, Bennett & Dorman's Final Fee Application dated May 14, 2002.	Stipulated
71	Revised Declaration of Thaddeus Bereday in Support of Hennigan, Bennett & Dorman's Final Fee Application dated May 16, 2002.	Stipulated
72	Revised Declaration of Shawna L. Ballard in Support of Hennigan, Bennett & Dorman's Final Fee Application dated May 14, 2002.	Stipulated
73	Retainer Agreement (12/28/98)	Copy not included in exhibit set per JOJ
74	DLJ Protective Order	
75	"Global" SMTK Protective Order	
76	Fletcher 2004 Request	
77	Creditors Committee 2004 Request	

HBD EXH.	DESCRIPTION	NOTES
78	Debtor's 2004 Request to PWC	
79	Marquess letter to Mix re "draft" reports; cover letter from Gibbons Del Deo.	Marked at 5/16/02 hearing
80	Debtor's 2004 Request to DLJ	
81	Debtor's 2004 Request to CSFB	
82	Firm Resume	Earlier version attached to BB's Decl. As Exh. 78; updated version included in exhibits as Exh. 82
83	Time Entry for Temps (Contemporaneous HBD accounting system)	
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87	Amendment to First Fee Application of HMB	Marked at 5/16/02 hearing
88	Amendment to Third Fee Application of HMB	Marked at 5/16/02 hearing
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96	LCC Statement of Engagement.	Marked at 5/16/02 hearing

HBD EXH.	DESCRIPTION	NOTES
97	Marquess Deposition Transcript.	Marked at 5/16/02 hearing
	July 1999 Cover memo and fee invoice	
	August 1999 Cover memo and fee invoice	
	Order re 1st Interim Fee Application	
	Order re 2nd Interim Fee Application	
	Order re 3rd Interim Fee Application	
	Order re 4th Interim Fee Application	
	Order re 5th Interim Fee Application	
	Order re 6th Interim and Final Fee Application	None
	Notice and Affidavit of Service re 1st Interim Fee Application	
	Notice and Affidavit of Service re 2nd Interim Fee Application	
	Notice and Affidavit of Service re 3rd Interim Fee Application	
	Notice and Affidavit of Service re 4th Interim Fee Application	
	Notice and Affidavit of Service re 5th Interim Fee Application	
	Notice and Affidavit of Service re 6th Interim and Final Fee Application	
	Post-APP Fee Apps (Munsch Hardt; LCC; Wollmuth; Gibbons Del Deo; et al.	

LT EXH.	DESCRIPTION	NOTES
LT-1	Deposition Transcript of David Pauker	
LT-2	LCC's Report	
LT-6	LCC's Brochure	Also HBD 6